

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**

**(A Component Unit of the
East Bay Municipal Utility District)**

Financial Statements and Supplementary Information

For The Year Ended June 30, 2015

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**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**

(A Component Unit of the East Bay Municipal Utility District)

For The Year Ended June 30, 2015

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INDEPENDENT AUDITORS' REPORT

The Board of Directors
East Bay Municipal Utility District
Employees' Retirement System
Oakland, California

Report on Financial Statements

We have audited the accompanying financial statements of the East Bay Municipal Utility District Employees' Retirement System (the System), a component unit of the East Bay Municipal Utility District as of and for the year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the System's basic financial statements as listed in the Table of Contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the System's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net position of the East Bay Municipal Utility District Employees' Retirement System as of June 30, 2015, and changes in plan net position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Report on Summarized Comparative Information

We have previously audited East Bay Municipal Utility District Employees' Retirement System's 2014 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated September 5, 2014. In our opinion, the summarized comparative information as and for the year ended June 30, 2014 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that Management's Discussion and Analysis and certain schedules related to the Pension and Post Employment Healthcare Plans be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with generally accepted auditing standards in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 27, 2015 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

Mazze & Associates

Pleasant Hill, California
August 27, 2015

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

This section presents management's analysis of the East Bay Municipal Utility District Employees' Retirement System's (the System) financial condition and activities as of and for the year ended June 30, 2015. Management's Discussion and Analysis (MDA) is intended to serve as an introduction to the System's basic financial statements. The MDA represents management's examination and analysis of the System's financial condition and performance.

This information should be read in conjunction with the audited financial statements that follow this section. The information in the MDA is presented under the following headings:

- Organization and Business
- Overview of the Financial Statements
- Financial Analysis: *Financial Highlights*
- Financial Analysis: *Financial Condition*
- Factors Impacting Future Periods
- Request for Information

Organization and Business

The East Bay Municipal Utility District (the District) is the sponsoring agency of the System and provides for its funding. The System is accounted for on a flow of economic resources measurement focus, using the accrual basis of accounting. Under this method, all assets and deferred outflow, all liabilities and deferred inflow associated with operations are included on the statement of plan net position, and revenues are recorded when earned and expenses are recorded at the time liabilities are incurred.

The System administers a single-employer, contributory, defined benefit pension plan (the Plan) which provides retirement, disability, survivorship, and postemployment healthcare benefits for eligible directors, officers, and employees of the District. The Plan is administered by a retirement board composed of three members appointed by the District's board of directors, two members elected by and from the active membership of the Plan, and a nonvoting member elected by the retirees of the Plan. Retirement Ordinance Number 40 assigns the authority to establish Plan benefit provisions to the District's board of directors.

All regular full-time employees of the District are members of the Plan. In accordance with the ordinance governing the Plan, eligible employees become members on the first day they are physically on the job. Plan defined benefits vest in part with members after completion of five years of continuous, full-time employment.

For additional information, please see the notes to the basic financial statements.

Overview of the Financial Statements

The basic financial statements include a *statement of plan net position*, a *statement of changes in plan net position*, and *notes to basic financial statements*. The report also contains other required supplementary information in addition to the financial statements.

**EAST BAY MUNICIPAL UTILITY DISTRICT
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Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

The system's financial statements include:

The *Statement of Plan Net Position and the Statement of Changes in Plan Net Position* report information to assist readers in determining whether the System's finances as a whole are better off or worse off as a result of the year's activities. These two statements report the net assets of the System and changes in them, respectively.

The *Statement of Plan Net Position* presents information on all assets and liabilities of the System, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the System is improving or deteriorating.

The *Statement of Changes in Plan Net Position* presents the results of the System's activities over the course of the fiscal year and information as to how the *net position* changed during the year. This statement measures the results of the System's investment performance as well as the System's income from contributions and expenses, including the payment of benefits, refunds of contributions, and administrative and investment expense. All changes in net position are reported during the period the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods.

The *Notes to the Basic Financial Statements* provide additional information that is essential to a full understanding of the data provided in the basic financial statements. Effective last fiscal year, GASB 67: Financial Reporting for Pension Plan requires the District to include significant assumptions and other inputs used to calculate the net pension liability (see Note 6- Net Pension Liability). The notes to the basic financial statements can be found on pages 13 to 29 of this report.

Other Information. In addition to the financial statements and accompanying notes, this report also presents *certain required supplementary information* concerning the District's contributions and the System's progress in funding its obligation to provide pension and postemployment healthcare benefits to the employees of the District. This section has been changed to provide information about the sources of changes in the net position liability and components of the net pension liability including the related ratios as required by GASB 67. The required supplementary information can be found on pages 30 to 33 of this report.

Financial Analysis: Financial Highlights

- The total assets of the System exceeded the total liabilities by \$1,407,209 as of June 30, 2015 (Table 1). All of the net assets are available to meet the System's ongoing obligations to Plan participants and their beneficiaries.
- Net position only increased by \$60,321 or 4.48% during the fiscal year ended June 30, 2015 compared to the increase of \$222,560 or 19.79% of the prior year. This is primarily due to the decline in net investment income of \$159,605 or 72.60%. Contributions from the District of \$73,141 and employee contributions of \$13,427 were offset in part by the cost of pension, health insurance benefits, refunds of contributions, and administrative expenses of \$86,473.
- As of June 30, 2015, 18.50% of the System's investments were in fixed income securities, 41.50% were in domestic equities, 14.10% were in international equities, 20.30% were in covered calls, 5.30% was in Real Estate, and 0.30% were in cash and cash equivalents. As of June 30, 2014, 19.20% of the System's investments were in fixed income securities, 40.00% were in domestic equities, 14.60% were in international equities, 20.10% were in covered calls, 5.10% was in Real Estate, and 1.00% were in cash and cash equivalents.

**EAST BAY MUNICIPAL UTILITY DISTRICT
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Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

- The Plan's funding objective is to meet long-term benefit obligations through contributions and investment income. As of June 30, 2014, the date of the last actuarial valuation, the Pension Plan's funded ratio was 68.90% and the Post-employment Health Care plan funded ratio was 13.98%.
- During the fiscal year ended June 30, 2015, combined District and employee contributions increased by \$4,318 or 5.25% to \$86,568 (Table 2). For the 1980 Plan, the District's average contribution rate increased to 44.06% and the employees' contribution rate increased to 7.84% for fiscal year 2015. For the 2013 Plan, the District's average contribution rate increased to 36.47% and the employees' contribution rate remained unchanged at 8.75% for fiscal year 2015.
- Retirement, Disability, and Survivor Benefit payments increased by \$6,471 or 9.10% to \$77,587 (Table 3). Along with the 0.22%-3.00% cost-of-living increase in July 2014, there was an additional 6.68% increase from July 1, 2014 to June 30, 2015, in monthly payroll due to net increases in the number of retirees and beneficiaries.
- Health Insurance Benefits increased by \$361, or 5.13%, to \$7,394 (Table 3), primarily due to the increase in the number of retirees receiving health benefits.
- Refunds of Contributions to terminated or deceased employees increased by \$87, or 75.00%, to \$203.
- Administrative expenses (not including Investment Advisors' Fees or Custodial Asset Management Fees) increased by \$33, or 2.63%, to \$1,289, primarily due to increased actuarial services of \$43, offset by decreased consulting fees of \$18.
- Investment Advisors' Fees increased by \$1,479, or 43.02%, to \$4,916 primarily due to the timing of payments of the fees of the five newly added investments from previous fiscal year. There was also an increase in the average investment fund balances.

Financial Analysis: Financial Condition

The System's financial condition reflects an increase of \$116,009 in the Projected Benefit Obligation (PBO) as of the June 30, 2014, versus the previous actuarial report of June 30, 2013. Because of the increased contributions and strong market performance, the market value of assets as of June 30, 2014, increased \$222,560 during the same period based on the actuarial reports. The PBO funded percentage at the end of the previous fiscal year is used to determine the cost-of-living adjustment (COLA) at the end of the current fiscal period. The Funded PBO percentage was 74.20% as of June 30, 2014, versus 66.20% as of June 30, 2013. Whenever the PBO funded percentage is less than 85.00%, the COLA for pension beneficiaries is limited to 3.00%.

The overall Actuarial Accrued Liability funding ratio for the System increased from 63.50% to 65.90% as of the June 30, 2014 actuarial report versus the previous actuarial report of June 30, 2013. The component Plans of Pension and Health Insurance Benefit changed from 66.60% to 68.90% and 15.83% to 17.87% funded, respectively.

**EAST BAY MUNICIPAL UTILITY DISTRICT
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(A Component Unit of the East Bay Municipal Utility District)

Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

During the year ended June 30, 2015, the System's net position increased by \$60,321 compared to an increase of \$222,560 in 2014.

(Table 1)
Net Position
Years ended June 30, 2015 and 2014

	2015	2014	Variance	%
Other assets	\$151,413	\$175,166	(\$23,753)	(13.56)%
Investments at fair value	1,375,550	1,306,938	68,612	5.25%
Total assets	1,526,963	1,482,104	44,859	3.03%
Total liabilities	119,754	135,216	(15,462)	(11.44)%
Net position	<u>\$1,407,209</u>	<u>\$1,346,888</u>	<u>\$60,321</u>	<u>4.48%</u>

(Table 1)
Net Position
Years ended June 30, 2014 and 2013

	2014	2013	Variance	%
Other assets	\$175,166	\$153,757	21,409	13.92%
Investments at fair value	1,306,938	1,096,091	210,847	19.24%
Total assets	1,482,104	1,249,848	232,256	18.58%
Total liabilities	135,216	125,520	9,696	7.72%
Net position	<u>\$1,346,888</u>	<u>\$1,124,328</u>	<u>222,560</u>	<u>19.79%</u>

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Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

The financial reserves needed to fund retirement and health benefits are accumulated through the collection of employer and employee contributions and through earnings on investment income. As Table 2 shows, the System experienced net investment gain for 2015.

(Table 2)
Additions to Net Position
Years ended June 30, 2015 and 2014

	2015	2014	Variance	%
Employer contributions	\$73,141	\$70,117	\$3,024	4.31%
Members' contributions	13,427	12,133	1,294	10.67%
Total contributions	<u>\$86,568</u>	<u>\$82,250</u>	<u>\$4,318</u>	<u>5.25%</u>
Net investment gain/(loss)*	<u>\$60,226</u>	<u>\$219,831</u>	<u>(\$159,605)</u>	<u>(72.60)%</u>
Total additions, net	<u>\$146,794</u>	<u>\$302,081</u>	<u>(\$155,287)</u>	<u>(51.41)%</u>

* Net of investment expenses and borrower's rebates and other agent fees on securities lending transactions of \$5,021 for June 30, 2015, and \$3,504 for June 30, 2014.

(Table 2)
Additions to Net Position
Years ended June 30, 2014 and 2013

	2014	2013	Variance	%
Employer contributions	\$70,117	\$61,567	\$8,550	13.89%
Members' contributions	12,133	10,566	1,567	14.83%
Total contributions	<u>\$82,250</u>	<u>\$72,133</u>	<u>\$10,117</u>	<u>14.03%</u>
Net investment gain/(loss)*	<u>\$219,831</u>	<u>\$138,535</u>	<u>\$81,296</u>	<u>58.68%</u>
Total additions, net	<u>\$302,081</u>	<u>\$210,668</u>	<u>\$91,413</u>	<u>43.39%</u>

* Net of investment expenses and borrower's rebates and other agent fees on securities lending transactions of \$3,504 for June 30, 2014, and \$3,851 for June 30, 2013.

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Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

As summarized in Table 3, the Plan provides retirement, disability, survivor, and health insurance benefits to qualified members and their beneficiaries. The Plan must also provide refunds of employee contributions with interest to terminated employees who do not choose or are not qualified to vest.

(Table 3)
Deductions in Net Position
Years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>	<u>Variance</u>	<u>%</u>
Pension benefits paid	\$77,587	\$71,116	\$6,471	9.10%
Health insurance				
benefits paid	7,394	7,033	361	5.13%
Refunds of contributions	203	116	87	75.00%
Administrative expenses	1,289	1,256	33	2.63%
Total deductions	<u><u>\$86,473</u></u>	<u><u>\$79,521</u></u>	<u><u>\$6,952</u></u>	<u><u>8.74%</u></u>

(Table 3)
Deductions in Net Position
Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>	<u>Variance</u>	<u>%</u>
Pension benefits paid	\$71,116	\$65,092	\$6,024	9.25%
Health insurance				
benefits paid	7,033	6,668	365	5.47%
Refunds of contributions	116	335	(219)	(65.37)%
Administrative expenses	1,256	1,217	39	3.20%
Total deductions	<u><u>\$79,521</u></u>	<u><u>\$73,312</u></u>	<u><u>\$6,209</u></u>	<u><u>8.47%</u></u>

**EAST BAY MUNICIPAL UTILITY DISTRICT
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Management's Discussion and Analysis

(Dollars in thousands)

June 30, 2015

As summarized in Table 4 beginning fiscal year 2014, the District is required to present the past 10 years of net pension liability for the Employees' Retirement System pension plan (excluding Other Post-Employment Benefits) as it becomes available. The District has provided the past two fiscal years 2014 and 2013 in the footnotes and required supplemental information. The Net Pension Liability (NPL) measured as of June 30, 2014 and 2013 have been determined from the actuarial valuations as of June 30, 2014 and 2013 respectively. The NPL decreased by \$107,587 from \$538,906 as of June 30, 2014 to \$431,319 as of June 30, 2015 primarily as a result of a net increase in Plan's Fiduciary Net Position of \$217,759.

(Table 4)
Net Pension Liability
Years ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>	<u>Variance</u>	<u>%</u>
Net Pension Liability	\$431,319	\$538,906	(\$107,587)	(19.96)%
Plan net position as a percentage of Total Pension Liability	75.45%	67.27%	8.18%	12.16%

Request for Information

This financial report is designed to provide viewers with a general overview of the East Bay Municipal Utility District Employees' Retirement System's finances and demonstrate the District's accountability for the monies it manages. If you have any questions about this report or need additional information, please contact: the Controller, Accounting Division MS #402, P.O. Box 24055, Oakland, CA 94623-1055.

EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM
(A Component Unit of the East Bay Municipal Utility District)
STATEMENT OF PLAN NET POSITION

June 30, 2015

(With summarized comparative financial information as of June 30, 2014)

(DOLLARS IN THOUSANDS)

	2015			2014
	Pension plan	Post-employment healthcare	Total	Total
	benefits	benefits		
Assets:				
Cash and cash equivalents, at fair value (Note 5)	\$29,713	\$501	\$30,214	\$36,658
Invested securities lending collateral (Notes 5 and 2B)	106,749	1,799	108,548	129,511
Prepaid expenses		495	495	477
Receivables:				
Brokers, securities sold	5,742	97	5,839	2,945
Employer	2,805	415	3,220	2,964
Plan members	634		634	537
Interest and dividends	2,422	41	2,463	2,074
Total receivables	11,603	553	12,156	8,520
Investments, at fair value (Note 5):				
U.S. government obligations	72,380	1,220	73,600	82,377
Municipal bonds	2,213	37	2,250	4,385
Domestic corporate bonds	158,275	2,667	160,942	153,500
International bonds	17,880	301	18,181	10,847
Domestic stocks	812,776	13,695	826,471	783,177
International stocks	216,509	3,648	220,157	204,458
Real estate	72,724	1,225	73,949	68,194
Total investments	1,352,757	22,793	1,375,550	1,306,938
Total assets	1,500,822	26,141	1,526,963	1,482,104
Liabilities:				
Accounts payable and accrued expenses	1,660	28	1,688	1,507
Payables to brokers, securities purchased	9,360	158	9,518	4,198
Securities lending collateral (Note 2B)	106,749	1,799	108,548	129,511
Total liabilities	117,769	1,985	119,754	135,216
Net position held in trust for pension benefits and post-employment healthcare benefits	\$1,383,053	\$24,156	\$1,407,209	\$1,346,888

See accompanying notes to financial statements

EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM
(A Component Unit of the East Bay Municipal Utility District)
STATEMENT OF CHANGES IN PLAN NET POSITION

For the Year Ended June 30, 2015

(With summarized comparative financial information for the year ended June 30, 2014)

(DOLLARS IN THOUSANDS)

	2015			2014
	Pension plan benefits	Post- employment healthcare benefits	Total	Total
Additions:				
Contributions (Note 3):				
Employer	\$64,177	\$8,964	\$73,141	\$70,117
Plan members	13,260	167	13,427	12,133
Total contributions	77,437	9,131	86,568	82,250
Investment income:				
Net appreciation (depreciation) in fair value of investments:				
Traded securities	38,196	605	38,801	197,439
Real estate	2,256	36	2,292	2,129
Interest	4,263	67	4,330	7,193
Dividends	18,475	293	18,768	15,470
Real estate operating income, net	1,040	16	1,056	1,104
Total investment income	64,230	1,017	65,247	223,335
Less:				
Investment expense	(4,839)	(77)	(4,916)	(3,437)
Borrowers' rebates and other agent fees on securities lending transactions	(103)	(2)	(105)	(67)
Net investment income	59,288	938	60,226	219,831
Total additions, net	136,725	10,069	146,794	302,081
Deductions:				
Benefits paid (Notes 1C & 1D)	77,587	7,394	84,981	78,149
Refund of contributions (Note 4)	203		203	116
Administrative expenses	1,269	20	1,289	1,256
Total deductions	79,059	7,414	86,473	79,521
Change in net position	57,666	2,655	60,321	222,560
Net position:				
Beginning of year	1,325,387	21,501	1,346,888	1,124,328
End of year	\$1,383,053	\$24,156	\$1,407,209	\$1,346,888

See accompanying notes to financial statements

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**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 1 – PLAN DESCRIPTION

A. General

The East Bay Municipal Utility District (the District) Employees' Retirement System (the System) was established in 1937 to administer a single-employer, contributory, defined benefit pension plan (the Plan). The System provides retirement, disability, survivorship, and post-employment health insurance benefits for eligible directors, officers, and employees of the District. The System is administered by a Retirement Board composed of three members appointed by the board of directors of the District, two members elected by and from the active membership, and one (nonvoting) member elected by and from the retired membership of the System. Retirement Ordinance No. 40 (Ordinance) assigns the authority to establish Plan benefit provisions to the District's board of directors.

The System is exempt from the regulations of the Employee Retirement Income Security Act of 1974. The System is also exempt from federal income taxes and California franchise taxes.

The System is an integral part of the District and the District appoints the majority of the retirement board of the System and provides for its funding. Accordingly, the System's operations have been reported as a Pension and Other Employee Benefit Trust Fund in the District's basic financial statements.

B. Membership

All regular full-time employees of the District are members of the Plan in addition to certain job share and intermittent employees. In accordance with the ordinance governing the System, eligible employees become members on the first day they are physically on the job. Members become vested in the Plan after five years of continuous full-time employment. Vested members who terminate employment may elect a refund of their contributions or leave them in the Plan until eligible to receive benefits.

Investment income is credited semiannually to the accounts of the members using a rate of interest approved by the Retirement Board and determined as the lower of the latest five year average of the plan or the actuarial assumed earnings rate of the plan (7.50%). Interest was credited at an annual rate 3.875% for the six months ended December 31, 2014 and 3.75% for the six months ended June 30, 2015.

Membership in the Plan consisted of the following as of June 30, 2014, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	1,497
Terminated plan members entitled to but not yet receiving benefits	237
Active plan members	<u>1,715</u>
Total	<u><u>3,449</u></u>

**EAST BAY MUNICIPAL UTILITY DISTRICT
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(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 1 – PLAN DESCRIPTION (Continued)
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C. *Retirement Benefits and Allowances*

There are two tiers in effect currently, the 1980 Plan and the 2013 Plan. Employees who became Members of the retirement system prior to January 1, 2013, or who have reciprocal Membership are in the 1980 Plan, Employees who became Members on or after January 1, 2013 are in the 2013 Plan.

1980 Plan Members may elect voluntary reduced service retirement upon attaining the age of 54 and completing 5 years of continuous full-time employment. Members may elect voluntary unreduced service retirement upon attaining the age of 62 and completing 5 years of continuous full-time employment or age 65 without restriction. Members who continue to work upon attaining the normal retirement age of 65 continue to contribute to the Plan, and at the time they retire, computation of their retirement allowance is based upon their compensation and length of service as of the date of retirement. Service retirement allowances are computed by formulas specified in the Ordinance and are based on date of employment, length of employment, age at date of retirement, and compensation earned during employment.

2013 Plan Members may elect voluntary reduced service upon attaining the age of 52 and completing 5 years of continuous full-time employment. Members may elect voluntary unreduced service retirement upon attaining the age of 67, and completing 5 years of continuous full-time employment. Members who continue to work upon attaining the normal retirement age of 67 continue to contribute to the Plan, and at the time they retire, computation of their allowance is based upon their compensation and length of service as of the date of retirement. Service retirement allowances are computed by formulas specified in the Ordinance and are based on length of service, age at retirement, and compensation earned during employment.

D. *Disability and Death Benefits and Allowances*

Members may receive disability retirement benefits prior to age 65 if the member is determined to be physically or mentally incapacitated, provided the member has 8 or more years of continuous full-time employment. The allowance for disability retirement is computed by a formula specified in the Ordinance and is based upon compensation earnable during employment, years of continuous service, and date upon which the retiring individual became a member. There is a guaranteed minimum disability benefit equal to the greater of one-third of terminal compensation (final average salary) or the retirement allowance, based on the disability formula.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 1 – PLAN DESCRIPTION (Continued)

Death benefits are payable to the estate or beneficiary of a member who dies before retirement. Survivorship benefits are payable to the spouse of a member who dies after retirement, or who was eligible but had not retired from service, provided the spouse was married to the member at the date of retirement and for at least one year prior to the member's death.

E. Post-Employment Healthcare Benefits

Post-employment healthcare and similar benefit allowances are provided to eligible employees who retire from the District or to their surviving spouses. Effective July 1, 1996, a 20-year vesting schedule for full benefits was implemented for all new participants. Eligible participants are reimbursed up to \$450 per month for service members and up to \$550 for members with a spouse or registered domestic partner for any combined health, dental, or long-term care insurance premiums paid by the participant or his/her surviving spouse. Effective July 1, 1999, retirees may be reimbursed up to the designated maximum for the combined health insurance premiums for themselves, their current spouses, or registered domestic partners. The benefits were funded entirely by the District on an actuarial basis up until June 17, 2002. Effective June 18, 2002, a portion of the post-employment healthcare benefit costs is recovered through employee contributions. The actual benefits paid in cash to retirees were \$7,394 and \$7,033 and for the years ended June 30, 2015 and 2014, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting and Presentation

The System's activities are accounted for on a flow of economic resources measurement focus, using the accrual basis of accounting. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions to the Plan are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits, refunds, and other liabilities are recognized when due and payable in accordance with the terms of the Plan.

The basic financial statements include partial prior year comparative information. A complete presentation of the prior year information can be found in the System's financial statements for the year ended June 30, 2014.

B. Investments

Investments are reported at fair value. Securities and bonds traded on a national or international exchange are valued at the last reported sales price at current exchange rates. Investments that have no quoted market price are reported at estimated fair value, which is determined based on yields equivalent for such securities or for securities of comparable maturity, quality, and type as obtained from market makers. Measurement of the fair value of real estate investments is estimated by the investment managers and reflects both internal and independent appraisals of real estate properties.

**EAST BAY MUNICIPAL UTILITY DISTRICT
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(A Component Unit of the East Bay Municipal Utility District)

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(Dollars in Thousands)
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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)
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The System presents in the Statements of Changes in Plan Net Position the net change in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Each of the financial instruments invested in by the System represents a potential concentration of credit risk. However, as the portfolio and the components of the various instruments are diversified and issuers of securities are dispersed throughout many industries and geographical locations, the concentrations of credit risk are limited.

The System invests in a combination of stocks, bonds, fixed income securities, real estate, and other investment securities. These investments are exposed to various risks, such as interest rate and market risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those such changes could materially affect the amounts reported in the Statement of Plan Net Position.

Retirement Board policies permit the System to use investments of the Plan to enter into securities lending transactions, which are loans of securities to broker-dealers and other entities for collateral with a simultaneous agreement to return collateral for the same securities in the future. The System's securities custodian is an agent in lending the Plan's securities for cash collateral, U.S. government securities, and irrevocable letters of credit of 102% for domestic securities and 105% for international securities lent.

As of June 30, 2015, the System had no credit risk exposure to borrowers because the amounts the System owed the borrowers exceeded the amounts the borrowers owed the System. Contracts with the lending agent require them to indemnify the System under certain circumstances if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities lent) or fail to pay the System for income distributions by the securities issuers while the securities are on loan. The risk of any loss of collateral or investment of cash collateral (including a loss of income or principal, or loss of market value thereon) lies with the System, except for losses resulting from negligence or intentional misconduct of the agent in performing the duties allocated under the securities lending agreement with respect to collateral. During the year ended June 30, 2015, there were no violations of legal or contractual provisions, and no borrower or lending agent default losses known to the securities lending agent.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

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(Dollars in Thousands)
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NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)
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In lending securities, cash collateral is invested in the lending agent's short-term investment pool, which as of June 30, 2015, had a weighted average maturity of 26 days. The relationship between the maturities of the investment pool and the System's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the System cannot determine. Cash collateral may also be invested separately in term loans, in which case the maturity of the collateral investment generally matches the term of the loan. Noncash collateral cannot be pledged or sold unless the borrower defaults. All securities loans can be terminated on demand by either the lender or the borrower, although the average term of overall loans for the System was approximately 110 days. There are no dividends or coupon payments owing on the securities lent. Cash received as collateral on securities lending transactions is reported as an asset of the System with a corresponding liability.

As of June 30, 2015, the fair value of securities on loan was \$108,548. The total cash and noncash collateral held by the System's custodian to secure these securities on loan was valued at \$106,202 (all cash collateral).

C. *Allocation of Income and Expenses*

Contributions and benefit expenses are booked against the separate trusts as incurred. The recognition of investment income/loss is based on a pro rata share of total income/loss allocated quarterly on the basis of net position held in trust for pension benefits and post-employment healthcare benefits of the previous quarter. General expenses of the trust are allocated consistent with investment income/loss based on asset balances of the previous quarter.

D. *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 3 – CONTRIBUTION INFORMATION
--

The System is funded by contributions from its members and from the District. District contribution percentages are recommended by the Retirement Board, and employee contribution rates are established by the Board of Directors pursuant to the Retirement Ordinance, giving consideration to actuarial recommendations and prospective changes in factors which affect funding. Each member contributes to the 1980 Plan based upon a percentage of his or her covered compensation, which was 8.33 effective April 20, 2015 and 8.75 for the 2013 members effective January 1, 2013. The District's contribution is based upon the aggregate amount of members' covered compensation, at an actuarially determined rate.

The individual entry age normal method is used to determine the normal cost for other post-employment benefits (OPEB) and service cost for pension, and the OPEB unfunded actuarial accrued liability (past service liability) is amortized as a level percentage of future payroll over 30 years open period.

District contributions for the year ended June 30, 2015 are as follows:

1980 Plan:

Pension plan:

Employer service cost	15.02%
Toward unfunded pension liability	23.59%

Other post-employment benefits:

Employer normal cost	1.21%
Unfunded actuarial accrued liability	4.24%

2013 Plan:

Pension plan:

Employer service cost	8.65%
Toward unfunded pension liability	23.59%

Other post-employment benefits:

Employer normal cost	0.87%
Unfunded actuarial accrued liability	4.24%

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 3 – CONTRIBUTION INFORMATION (Continued)

Effective June 30, 2015, contributions for fiscal year 2015/2016 are as follows:

1980 Plan:

Pension plan:

Employer service cost	14.86%
Toward unfunded pension liability	22.85%

Other post-employment benefits:

Employer normal cost	1.22%
Unfunded actuarial accrued liability	4.29%

2013 Plan:

Pension plan:

Employer service cost	8.07%
Toward unfunded pension liability	22.85%

Other post-employment benefits:

Employer normal cost	0.77%
Unfunded actuarial accrued liability	4.29%

Contributions for the years ended June 30, 2015 and June 30, 2014, based on the June 30, 2014, actuarial valuation (latest available and includes amounts for post-employment healthcare benefits), were as follows:

	2015		2014	
	Pension	Healthcare Benefit Plan	Totals	
Regular contributions:				
District contributions	\$64,177	\$8,964	\$73,141	\$70,117
Member contributions	13,240	167	13,407	12,103
	<u>77,417</u>	<u>9,131</u>	<u>86,548</u>	<u>82,220</u>
Other contributions:				
Member buybacks	20		20	30
	<u>\$77,437</u>	<u>\$9,131</u>	<u>\$86,568</u>	<u>\$82,250</u>

Regular District and member contributions in fiscal 2015 represent an aggregate of 43.67 % and 7.98% of covered payroll, respectively. The District's contributions include amounts for post-employment healthcare benefits at a rate of 5.43% of covered payroll, determined by the actuarial dated June 30, 2014. The actual payroll for the District employees covered by the Plan for the year ended June 30, 2015, was \$167,380 which was 91.13% of the total District payroll of \$183,678.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 3 – CONTRIBUTION INFORMATION (Continued)

The total District contribution of \$73,453 as of June 30, 2015, consisted of \$73,141 regular contribution (\$26,528 for normal cost and service cost also includes \$46,613 for amortization of the unfunded actuarial accrued liability and payment to reduce the net pension liability) and \$312 interest on contribution.

Regular District and member contributions in fiscal 2014 represent an aggregate of 43.83% and 7.58% of covered payroll, respectively. The District's contributions include amounts for post-employment healthcare benefits at a rate of 5.45% of covered payroll, determined by the actuarial dated June 30, 2013. The actual payroll for the District employees covered by the Plan for the year ended June 30, 2014, was \$159,961 which was 90.34% of the total District payroll of \$177,063.

The total District contribution of \$70,491 as of June 30, 2014, consisted of \$70,117 regular contribution (\$27,584 for normal cost and \$42,533 for amortization of the unfunded actuarial accrued liability) and \$374 interest on contributions.

Member buyback contributions relate to prior years' service credits for Plan participants. The Plan was amended in 1998 for limited temporary construction workers and in 2003 for intermittent employees to allow current members, who previously worked for the District in a status which did not qualify for membership in the System, to establish retirement service credit for prior service with payments over a period of two to eight years.

The District's annual other post-employment benefits (OPEB) costs and schedules of contributions for the past three years are as follows:

Health Insurance Benefit Plan:

	<u>Actual Contribution</u>	<u>Annual OPEB Cost</u>	<u>Percentage Contributed</u>	<u>Net OPEB Obligation</u>
Fiscal year ended June 30:				
2013	\$8,054	\$11,443	70%	\$19,332
2014	8,831	11,184	79%	21,685
2015	9,275	11,241	83%	23,651

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
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NOTE 3 – CONTRIBUTION INFORMATION (Continued)

During the fiscal year ended June 30, 2015, the District made contributions to the Health Insurance Benefit Plan toward the Annual Required Contribution (ARC) amounting to \$8,963 which represented 4.88% of the \$183,678 total District payroll. During the fiscal year ended June 30, 2014, the District made contributions toward the ARC amounting to \$8,457 to the plan which represented 4.78% of the \$177,063 total District payroll. As a result, the District has recorded the Net OPEB Obligation (NOO), representing the difference between the ARC and actual contributions, as presented below:

Net OPEB obligation at June 30, 2013		\$19,332
Annual required contribution (ARC)	\$11,196	
Interest on net OPEB obligation	1,362	
Adjustments to the ARC	<u>(1,374)</u>	
Annual OPEB cost - fiscal 2012/2013	11,184	
Less contributions made during fiscal year:		
Contributions to Northern Trust	(8,457)	
Interest on Contributions to Northern Trust	<u>(374)</u>	
Contributions	(8,831)	
Contributions less than ARC		<u>2,353</u>
Net OPEB obligation at June 30, 2014		21,685
Annual required contribution (ARC)	11,254	
Interest on net OPEB obligation	1,533	
Adjustments to the ARC	<u>(1,546)</u>	
Annual OPEB cost - fiscal 2014/2015	11,241	
Less contributions made during fiscal year:		
Contributions to Northern Trust	(8,963)	
Interest on Contributions to Northern Trust	<u>(312)</u>	
Contributions	(9,275)	
Increase in net OPEB obligations		<u>1,966</u>
Net OPEB obligation at June 30, 2015		<u><u>\$23,651</u></u>

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 3 – CONTRIBUTION INFORMATION (Continued)

A schedule of funding progress for the pension and post-employment healthcare plans presenting multiple-year trend information as to whether the actuarial value of plan assets is increasing or decreasing relative to the actuarial accrued liability for benefits over time is presented immediately following the notes to basic financial statements in the Required Supplementary Information Section.

Public Employees' Pension Reform Act (PEPRA)

Assembly Bill 340 (AB 340) created the Public Employees' Pension Reform Act (PEPRA) that implemented new benefit formulas and final compensation periods, as well as new contribution requirements for new employees hired on or after January 1, 2013, who meet the definition of new member under PEPRA.

The table below provides the details of the new provisions.

Benefit Formula	2.5% at Age 67
Final Compensation Period	Average of last 3 years
Employer Contribution Rate as a percentage payroll	8.65% of Reportable Compensation
Member Contribution Rate as a percentage of payroll	8.75% of Reportable Compensation

The employer contribution rate listed above was in effect until June 30, 2015. In accordance with the provisions of AB 340, the member contribution rate shown above was set at 50 percent of the expected total normal cost rate for the benefits that will apply to new members on January 1, 2013. The total normal cost rate used for this calculation is 17.4% of payroll for new members.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 4 – CONTRIBUTION REFUNDS

When a member's District service is terminated, except by death or retirement, and prior to five years of continuous full-time employment, the amount of that member's accumulated contributions, plus interest, is refunded and membership is terminated. After a member has completed five years of continuous full-time employment, upon termination, except death or retirement, the member has the option of (a) ceasing to be a member and receiving the amount of his accumulated contributions, plus interest, or (b) remaining as a member and leaving his accumulated contributions, plus interest, in the Plan. After termination, a member cannot make additional contributions to the Plan.

If a member with fewer than five years of employment terminates employment and within six months becomes a member of the Public Employees' Retirement System or another reciprocal system, the individual may elect to remain a member, leaving his accumulated contributions, plus interest, in the Plan.

NOTE 5 – CASH AND INVESTMENTS

A. *Authorized Investment Strategy*

The System's investment policies authorize the System to invest in financial instruments in three broad investment categories: equity, fixed income, and real estate. These financial instruments can include, but are not limited to, corporate bonds, commercial paper, U.S. government securities, common and preferred stock, real estate investment trusts, and mutual funds. Fixed income investments may include futures and options contracts in order to provide added flexibility in managing the fixed income portfolio. The following is a summary of the System investment policy adopted by the System with Resolution No. 6807.

The Retirement Board is authorized to designate multiple investment managers to manage the assets under their supervision subject to the laws of the State of California and the Investment Guidelines established by the Retirement Board. Allocation of assets to the investment managers are determined by the Retirement Board to accommodate changing conditions and laws. The long-range asset allocation goal is as follows:

Core Fixed Income	10%
Non-Core Fixed Income	10%
Domestic Equity	40%
Covered Calls	20%
International Equity	15%
Real Estate	5%
Allocation to Cash	0%

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)
--

The composite asset allocation goal is pursued by the System on a long-term basis and revised if significant changes occur within the economic and/or capital market environment. Progress toward the goal is reviewed at least annually.

The Director of Finance is authorized to transfer assets from any asset class which varies the long-term asset allocation goal by more than 3% at the end of two or more consecutive quarters, allocating the excess assets to a manager or group of managers with the exception of real estate managers. The Director of Finance is further authorized to withdraw assets from assigned managers as necessary to efficiently meet operating needs.

The equity and fixed income asset allocations may vary by up to $\pm 5\%$ from the long-range asset allocation goals.

The core fixed income target allocation (10% of the total portfolio) will primarily consist of U.S. denominated fixed income securities. Individual managers may invest up to 20% of their assets in international fixed income securities.

The non-core fixed income target allocation (10% of the total portfolio) will primarily consist of U.S. denominated fixed income securities. Individual managers may invest up to 35% of their assets in international fixed income securities. It is expected that this allocation may have a material allocation to below investment grade securities.

The domestic equity allocation target (40% of the total portfolio) will consist of approximately 37% in large cap market related growth and value (average risk) securities, 3% in small capitalized securities, and 20% in international securities. The international equity allocation target will consist of approximately 17% international equities and 3% emerging markets. It is expected this allocation will allow for exposure to mid cap securities based on tactical decisions by the Retirement Fund's large cap and small cap domestic equity managers.

The covered calls target allocation (20% of the total portfolio) may consist of a combination of Chicago Board Options Exchange S&P 500 BuyWrite Index (the "BXM Index") replication strategy and/or active non-replication strategies and their underlying domestic equity portfolios.

The international equity target allocation (15% of the total portfolio) will consist of approximately 12% in international equities and 3% in emerging markets equities.

The real estate target allocation (5% of the total portfolio) will consist of either equity (ownership) and/or fixed income participation in commercial, industrial, or residential properties. Investments may include interests in mortgages pools secured by loans of underlying properties.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)
--

The allocation goal recognizes that at any time equity and fixed income managers may have transactional cash on hand and the District will maintain enough cash as working capital to effectively meet cash flow demands on the system. However, there is no specific allocation for cash as all investable cash is allocated to specific investment disciplines.

Holding of securities issued by the United States Government or any of its agencies need not be diversified. Securities of any one issuer with maturities of more than one year, other than the United States Government or any of its agencies, shall not exceed 5% of the value of the total portfolio. Securities of any one issuer of foreign government issues shall not exceed 10% of the value of the total portfolio at the time of purchase. Fixed income managers have the authority to make international investments, not to exceed 20% of their total portfolio.

The use of futures and options in the fixed income accounts may be used as part of their portfolio management strategy and will be incidental to their securities trading activities. The resulting aggregate risk profile (volatility) of the portfolio will not be different from that permissible by using securities only.

Short (sold) options positions will generally be hedged, either with current portfolio security holding, other options or futures options. Mortgage derivatives with significant short option characteristics will not exceed 5% of the portfolio, and will generally be a) offset by position in other mortgage derivatives, or b) offset by other portfolio positions.

No derivatives will be executed which will increase the value at risk of the portfolio by more than 25 basis points of the portfolio's market value.

Structured notes with significant short options positions or increasing leverage will not be purchased, and in no case will structured notes exceed 5% of portfolio value. Structured notes issued by the U.S. Government (treasuries and agencies) will be considered allowable investments, and are restricted to 25%.

Fixed income managers are authorized to use futures and options contracts to supplement their investment capabilities to provide flexibility in managing the fixed income portfolios and reduce the cost of implementing strategies to respond to changing market conditions without incurring the higher transaction costs associated with buying and selling specific securities. These transactions are authorized to enable the manager to reduce the exposure of the portfolio to interest rate changes by reducing or increasing the duration of the portfolio without selling any of the actual holding.

No more than 5% of the portfolio will be invested in original futures margin and options premiums, exclusive of any in-the-money portion of the premiums.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)

Each equity portfolio shall be diversified. When fully invested in equities or at its normal level of investment, a minimum of 20 securities should be held. At no time may a single equity investment exceed 5% of the value of the total retirement fund.

Each international equity portfolio shall be diversified. When fully invested in international equities or at its normal level of investment, a minimum of 20 securities should be held. At no time may a single international equity investment exceed 5% of the value of the total retirement fund.

B. Financial Statement Presentation

Total cash and investments at fair value as of June 30, consisted of the following:

	2015			
	Pension plan	Post-employment healthcare	Total	2014
	benefits	benefits		
Cash and cash equivalents	\$29,713	\$501	\$30,214	\$36,658
Invested securities lending collateral	106,749	1,799	108,548	129,511
Investments	1,352,757	22,793	1,375,550	1,306,938
Total cash and investments	<u>\$1,489,219</u>	<u>\$25,093</u>	<u>\$1,514,312</u>	<u>\$1,473,107</u>

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)

C. Interest Rate Risk

Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Normally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The system generally manages its interest rate risk by holding investments to maturity.

Information about the sensitivity of the fair values of the System's investments (including investments held by bond trustees) to market interest rate fluctuations is provided by the following table that shows the distribution of the System's investments by maturity or earliest call date:

Investment Type	Less than 12 Months	12 to 72 Months	72 to 120 Months	More than 120 Months	Maturity not Determined	Total
Asset Backed Securities		\$5,623	\$408	\$3,076		\$9,107
Equity Securities	\$ 1,036,574					1,036,574
Commercial Mortgage - Backed Securities				8,021		8,021
Corporate Bonds	1,035	46,614	18,910	8,313	\$31,080	105,952
Government Agencies		2,964	7,759	16,659		27,382
Government Bonds	6,956	11,040	655	3,308		21,959
Government Mortgage - Backed Securities			8	21,166		21,174
Government Issued Commercial Mortgage - Backed Securities		319				319
Index Linked Government Bonds	264	1,015		1,487		2,766
Short Term Investment Funds					10,054	10,054
Municipal Bonds				2,250		2,250
Mutual Funds				193		193
Real Estate					73,949	73,949
Other Fixed Income		22,660	1,012		32,178	55,850
Total System Investments	<u>\$1,044,829</u>	<u>\$90,235</u>	<u>\$28,752</u>	<u>\$64,473</u>	<u>\$147,261</u>	<u>\$1,375,550</u>

The System's investments include the following investments that are highly sensitive to interest rate fluctuations to a greater degree than already indicated above:

Highly Sensitive Investments	Fair Value at Year End
Commercial Mortgage - Backed Securities	\$8,021
Government Mortgage - Backed Securities	21,174
Government Issued Commercial Mortgage - Backed Securities	319

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)
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D. Foreign Currency Risk

Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair values of an investment or deposit. Presented below in US dollars is the fair market value of the System's foreign investments at June 30, 2015:

<u>Foreign Currency</u>	<u>Equity Securities Investment Type</u>
Euro	\$62,140
British Pound Sterling	37,114
Hong Kong Dollar	19,960
Swiss Franc	15,726
Japanese Yen	13,744
South Korean Won	7,783
Danish Krone	5,223
Canadian Dollar	4,638
Singapore Dollar	2,858
Australian Dollar	2,830
Brazilian Real	2,307
Swedish Krona	1,792
Norwegian Krone	1,384
Indonesian Rupiah	1,251
Mexican Peso	915
Thai Baht	811
Turkish Lira	633
Total	<u>\$181,109</u>

The Fund's investment policy permits it to invest 20% of total investment on foreign currency-denominated investments. The Fund's current position is 13%.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
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NOTE 5 - CASH AND INVESTMENTS (Continued)

E. Credit Risk

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the actual rating as of June 30, 2015, for each investment type as provided by Moody's or Standard and Poor's.

Investment Type	Aaa	Aa	A	Baa	Ba	U.S. Government Guaranteed	Not Rated	Total
Asset Backed Securities	\$6,224	\$88	\$596	\$572	\$699		\$928	\$9,107
Equity Securities							1,036,574	1,036,574
Commercial Mortgage - Backed Securities	5,593		35				2,393	8,021
Corporate Bonds	1,386	16,749	33,058	21,451	339		32,969	105,952
Government Agencies	21,160					\$6,222		27,382
Government Bonds	21,959							21,959
Government Mortgage - Backed Securities						20,964	210	21,174
Government Issued Commercial Mortgage - Backed						319		319
Index Linked Government Bonds	2,766							2,766
Short Term Investment Funds							10,054	10,054
Municipal Bonds		1,569					681	2,250
Mutual Funds		5	120				68	193
Real Estate							73,949	73,949
Other Fixed Income							55,850	55,850
Total System Investments	<u>\$59,088</u>	<u>\$18,411</u>	<u>\$33,809</u>	<u>\$22,023</u>	<u>\$1,038</u>	<u>\$27,505</u>	<u>\$1,213,676</u>	<u>\$1,375,550</u>

F. Concentration Risk

The market value of investments in any one organization exceeding 5% of the System's investments as of June 30, 2015 are as follows:

Nature of investment	Fair Value at Year End
Northern Trust Collective Daily Russell 1000 Equity Index Fund	\$232,808

The District held demand deposits (overdrafts) amounting to (\$959) and \$267 on behalf of the System as of June 30, 2015 and 2014, respectively. The financial institution which holds these deposits is required by state law to maintain collateral pools against all public deposits they hold.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 5 - CASH AND INVESTMENTS (Continued)
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G. *Custodial Credit Risk*

Custodial credit risk for cash on deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g. broker-dealer) to a transaction, the System will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

California Law requires banks and savings and loan institutions to pledge government securities with a market value of 110% of the System's cash on deposit, or first trust deed mortgage notes with a market value of 150% of the deposit, as collateral for these deposits. Under California Law this collateral is held in a separate investment pool by another institution in the System's name and places the System ahead of general creditors of the institution.

The System invests in individual investments and in investment pools. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system. In order to increase security, the System employs the Trust Department of a bank or trustee as the custodian of certain System investments, regardless of their form.

As of June 30, 2015 and 2014, the System's brokers/dealers held \$294 and \$77, respectively, in cash exposed to custodial credit risk.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 6 – NET PENSION LIABILITY

The net pension liability (the Plan's liability determined in accordance with GASB 67 less the fiduciary net position) as of June 30, is as shown below:

	<u>2015</u>	<u>2014</u>
Total pension liability	\$1,756,706	\$1,646,534
Plan fiduciary net position	<u>(1,325,387)</u>	<u>(1,107,628)</u>
Employer net pension liability	<u>\$431,319</u>	<u>\$538,906</u>
Plan fiduciary net position as a percentage of total pension liability	75.45%	67.27%
Covered payroll	\$173,111	\$166,762
Liability as a percentage of covered employee payroll	249.16%	323.16%

Actuarial valuation of the ongoing System involve estimates of the reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment mortality and future salary increases. Amounts determined regarding the net pension liability are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The Schedule of Employers' net pension liability presents multi-year trend information about whether the plan fiduciary net positions are increasing or decreasing over time relative to the total pension liability. These schedules are presented in the Required Supplementary Information section. The net pension liabilities was measured as of June 30, 2014 and 2013 and are not adjusted or rolled forward to the June 30, 2015 and 2014 reporting dates, respectively.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 6 – NET PENSION LIABILITY (Continued)

A summary of the actuarial assumptions as of the latest actuarial valuation is shown below.

Valuation date	June 30, 2014
Actuarial cost method	Entry Age Normal Cost Method
Amortization method	Level percent of payroll
Remaining amortization period	Plan changes are amortized over separate decreasing 15-year periods; assumptions changes are amortized over separate decreasing 25-year periods; experience gains/losses are amortized over separate decreasing 20-year periods.
Assets valuation method	Market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is recognized over a five year period, further adjusted, if necessary, to be within 30% of the market value.
Actuarial assumptions:	
Investment rate of return	7.50%
Average projected salary increases*	Ranges from 4.00% to 9.50% based on years of service*
Inflation rate	3.00%
Cost-of-living adjustments	3.00%
Mortality	Healthy: RP-2000 Combined Healthy Mortality Table projected with scale AA to 2016, set back one year for males and set back two years for females
Annual healthcare costs trend rates	6.875% reduced by increments to a rate of 5% after 10 years

** Includes inflation of 3.00% plus across the board salary increases of 0.50% plus merit and promotional increases*

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimates ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighing the expected future real rates of return by the target asset allocation percentage and by adding expected inflation.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 6 – NET PENSION LIABILITY (Continued)

The target allocation and projected arithmetic real rates of return, after deducting inflation, but before investment expenses, used in the derivation of the long-term expected investment rate of return assumption for each major asset class are summarized below:

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Domestic Large Cap Equity	36%	5.91%
Domestic Small Cap Equity	4%	6.47%
Developed International Equity	12%	6.88%
Emerging Markets Equity	3%	8.24%
Domestic Bonds	10%	0.85%
Non-Core Fixed Income	10%	3.10%
Real Estate	5%	4.79%
Covered Calls	20%	4.90%
Total	100%	

The discount rates used to measure the total pension liability were 7.50% and 7.75% as of June 30, 2015 and June 30, 2014, respectively. The projection of cash flows used to determine the discount rate assumed plan member contributions will be made at the current contribution rate and that employer contributions will be made at rates equal to the actuarially determined contribution rates. For this purpose, only employer contributions that are intended to fund benefits of current plan members and their beneficiaries are included. Projected employer contributions that are intended to fund the service costs of future plan members and their beneficiaries, as well as projected contributions from future plan members, are not included. Based on those assumptions, the Pension Plan's fiduciary net position was projected to be available to make all projected future benefit payments for current plan members. Therefore, the long-term expected rate of return on Pension Plan investments was applied to all periods of projected benefit payments to determine the total pension liability as of both June 30, 2015 and June 30, 2014.

In accordance with GASB 67 regarding the disclosure of the sensitivity of the net pension liability to changes in the discount rate, the following table presents the net pension liability of the Plan as of June 30, 2015, calculated using the discount rate of 7.50%, as well as what the Plan's net pension liability would be if it were calculated using a discount rate that is 1-percentage-point lower (6.50%) or 1-percentage-point higher (8.50%) than the current rate:

	1% Decrease (6.50%)	Current Discount (7.50%)	1% Increase (8.50%)
Net Pension Liability	\$659,789	\$431,319	\$241,010

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 7 – BENEFIT GUARANTY

A. *Pension Plan*

The District may, at any time, change or repeal the ordinance governing the Plan. The District's obligations to those members receiving or eligible for a retirement allowance prior to such change or repeal shall continue in full force. The District is obligated to those members neither receiving nor eligible for a retirement allowance at the time of such change or repeal. This allowance will be a retirement allowance at retirement age equal to the actuarial equivalent of the accumulated value of the member's contributions standing to the member's credit at the date of retirement and the accumulated value of the District's contribution for current service to the date of such change or repeal, increased by the accumulation of interest to date of retirement.

B. *Post-Employment Healthcare Benefits*

In addition to retirement benefits, the District provides post-employment health benefits assistance (administered by the Employees' Retirement System) for employees who retire from the District or their surviving spouses. As of June 30, 2015, there were 1,433 participants receiving these health care benefits.

Effective July1, 1996, a 20-year vesting schedule for full benefits was implemented for all new participants. Effective January 1, 1999, retired members who had separated from the District prior to their retirement who has at least 10 years of service also became eligible for the post-employment health benefits based on the same sliding scale. The scale provides for 25% of healthcare benefits for service from 5 through 10 years, 50% of healthcare benefits for service from 10 through 15 years, 75% of healthcare benefits for service from 15 through 20 years, and 100% of healthcare benefits for service of 20 years or more. Effective July 1, 2003, the District reimbursed up to \$450 per month (\$550 per month effective July 1, 2004, for membership of a spouse or registered domestic partner) for any health, dental, or long-term care insurance premiums paid by the retiree for themselves, current spouse, or domestic partner, or any health, dental, or long-term care insurance premiums paid by the eligible surviving spouse of a retiree. These benefits are paid from a separate post-employment healthcare benefits fund which up until June 17, 2002, was advance funded entirely by the District on an actuarially determined basis. Cash reimbursement of these benefits totaled \$7,393,728 in the year ended June 30, 2015. Effective June 18, 2002, a portion of the post-employment healthcare benefits costs is recovered through employee contributions.

Through June 30, 1999, the medical premium subsidy was not a vested benefit and the District reserved the right to modify or terminate the benefit at any time. If the medical subsidy were terminated, assets accumulated from contributions made for the subsidy would be used to provide other pension benefits. Effective July 1, 1999, the medical premium subsidy became a vested benefit to a maximum of \$200 per month, was changed effective October 1, 2000, to a maximum of \$250 per month, and was changed effective July 1, 2002, to a maximum of \$400 per month per month, and was changed effective July 1, 2003, to a maximum of \$450 per month, and was changed again effective July 1, 2004, to a maximum of \$450 per month and \$550 per month for membership of a spouse or registered domestic partner.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Basic Financial Statements
(Dollars in Thousands)
For the Year Ended June 30, 2015

NOTE 8 – RELATED PARTY TRANSACTIONS
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The District provides the System with accounting, treasury, and other administrative services, which are reimbursed by the System on a monthly basis. Total reimbursements in 2015 and 2014 were \$950 and \$943, respectively.

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REQUIRED SUPPLEMENTARY INFORMATION

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Required Supplementary Information

(Dollars in Thousands)

For the Year Ended June 30, 2015

(1) Pension Plan

Schedule of Changes in Employer's Net Pension Liability (in thousands):

	<u>2015</u>	<u>2014</u>
Total pension liability		
Service cost	\$34,987	\$34,857
Interest	127,558	120,810
Change of benefit terms		
Differences between expected and actual experience	438	(402)
Changes of assumptions	18,421	
Benefit payments, including refunds of employee contributions	<u>(71,232)</u>	<u>(65,427)</u>
Net change in total pension liability	110,172	89,838
Total pension liability - beginning	<u>1,646,534</u>	<u>1,556,696</u>
Total pension liability - ending (a)	<u><u>\$1,756,706</u></u>	<u><u>\$1,646,534</u></u>
 Plan fiduciary net position		
Contributions - employer	\$61,660	\$53,795
Contributions - employee	11,963	10,427
Net investment income	216,601	136,630
Benefit payments, including refunds of employee contributions	(71,232)	(65,427)
Administrative expense	<u>(1,233)</u>	<u>(1,200)</u>
Net change in plan fiduciary net position	217,759	134,225
Plan fiduciary net position - beginning	<u>1,107,628</u>	<u>973,403</u>
Plan fiduciary net position - ending (b)	<u><u>\$1,325,387</u></u>	<u><u>\$1,107,628</u></u>
 Plan's net pension liability - ending (a) - (b)	<u><u>\$431,319</u></u>	<u><u>\$538,906</u></u>

Schedule is intended to show information for 10 years. Additional years will be displayed as they become available.

Unaudited

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Required Supplementary Information

(Dollars in Thousands)

For the Year Ended June 30, 2015

(2) Pension Plan

Schedule of Employer's Net Pension Liability (in thousands):

	2015	2014
Total pension liability	\$1,756,706	\$1,646,534
Plan fiduciary net position	<u>(1,325,387)</u>	<u>(1,107,628)</u>
Net pension liability	<u>\$431,319</u>	<u>\$538,906</u>
Plan fiduciary net position as a percentage of total pension liability	75.45%	67.27%
Covered employee payroll	\$173,111	\$166,762
Plan net pension liability as percentage of covered employee payroll	249.16%	323.16%

Schedule is intended to show information for 10 years. Additional years will be displayed as they become available.

(3) Pension Plan

Schedule of Employer's Contributions (in thousands):

Year ended June 30	Actuarially determined contributions	Contributions in relation to the actuarially determined contributions	Contributions deficiency (excess)	Covered-employee payroll *	Contributions as a percentage of covered employee payroll
2005	\$27,670	\$27,670	\$0	\$138,836	19.93%
2006	30,600	30,600	0	142,991	21.40%
2007	33,698	33,698	0	145,125	23.22%
2008	37,387	37,387	0	152,538	24.51%
2009	39,485	39,485	0	158,193	24.96%
2010	44,031	44,031	0	161,641	27.24%
2011	50,987	50,987	0	160,336	31.80%
2012	52,156	52,156	0	158,481	32.91%
2013	53,795	53,795	0	166,762	32.26%
2014	61,660	61,660	0	173,111	35.62%

* "Derived" by dividing the contributions in relation to the actuarial determined contributions by the contributions as a percentage of covered employee payroll. These amounts may therefore be different from the actual payrolls of the District.

Schedule is intended to show information for 10 years. Additional years will be displayed as they become available.

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Required Supplementary Information

(Dollars in Thousands)

For the Year Ended June 30, 2015

(4) Pension Plan

Schedule of Investment Returns:

	2015	2014
Annual money weighted rate of return, net of investment expense	6.67%	19.42%

Schedule is intended to show information for 10 years. Additional years will be displayed as they become available.

(5) Post-Employment Healthcare Plan

Schedule of funding progress for the post-employment healthcare plan (in thousands):

Actuarial valuation date	Actuarial value of assets (a)	Actuarial accrued liability (AAL) – entry age (b)	Unfunded AAL (UAAL) (b-a)	Funded ratio (a/b)	Covered payroll (c)	UAAL as a percentage of covered payroll ((b-a)/c)
6/30/2005	\$3,409	\$71,892	\$68,483	4.7%	\$139,514	49.1%
6/30/2006	3,608	71,409	67,801	5.1%	142,373	47.6%
6/30/2007	4,208	105,409	101,201	4.0%	153,394	66.0%
6/30/2008	7,010	137,055	130,045	5.1%	158,499	82.0%
6/30/2009	7,354	130,245	122,891	5.6%	161,893	75.9%
6/30/2010	10,061	135,379	125,318	7.4%	164,085	76.4%
6/30/2011	12,048	135,360	123,312	8.9%	159,505	77.3%
6/30/2012	14,240	138,240	123,999	10.3%	158,847	78.1%
6/30/2013	16,522	138,120	121,598	12.0%	159,246	76.4%
6/30/2014	19,634	140,416	120,782	14.0%	167,196	72.2%

Unaudited

**EAST BAY MUNICIPAL UTILITY DISTRICT
EMPLOYEES' RETIREMENT SYSTEM**
(A Component Unit of the East Bay Municipal Utility District)

Notes to Required Supplementary Information

(Dollars in Thousands)

For the Year Ended June 30, 2015

The information presented in the required supplementary schedules was determined as part of the actuarial valuation at the date indicated. Additional information as of the latest actuarial valuation follows:

Valuation date	June 30, 2014
Actuarial cost method	Entry Age Normal Cost Method
Amortization method	Level percent of payroll
Remaining amortization period	Plan changes are amortized over separate decreasing 15-year periods; assumptions changes are amortized over separate decreasing 25-year periods; experience gains/losses are amortized over separate decreasing 20-year periods.
Assets valuation method	Market value of assets less unrecognized returns in each of the last five years. Unrecognized return is equal to the difference between the actual market return and the expected return on the market value, and is recognized over a five year period, further adjusted, if necessary, to be within 30% of the market value.
Actuarial assumptions:	
Investment rate of return	7.50%
Average projected salary increases*	Ranges from 4.00% to 9.50% based on years of service*
Inflation rate	3.00%
Cost-of-living adjustments	3.00%
Mortality	Healthy: RP-2000 Combined Healthy Mortality Table projected with scale AA to 2016, set back one year for males and set back two years for females
Annual healthcare costs trend rates	6.875% reduced by increments to a rate of 5% after 10 years

** Includes inflation of 3.00% plus across the board salary increases of 0.50% plus merit and promotional increases*

All assumptions are the same for the post-employment health care benefits except for the discount rate, assumed at a rate of 7.00%, for the funded and unfunded portions.

Unaudited.

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**INDEPENDENT AUDITOR'S REPORT ON
INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN
AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE
WITH GOVERNMENT AUDITING STANDARDS**

Board of Directors
East Bay Municipal Utility District
Employees' Retirement System
Oakland, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the basic financial statements of the East Bay Municipal Utility District Employees' Retirement System (the System), as of and for the year ended June 30, 2015 and the related notes to the financial statements, and have issued our report thereon dated August 27, 2015.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the System's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control. Accordingly, we do not express an opinion on the effectiveness of the System's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the System's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the System's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We have also issued a separate Memorandum on Internal Control dated August 27, 2015 which is an integral part of our audit and should be read in conjunction with this report.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Maze + Associates

Pleasant Hill, California
August 27, 2015